

STATE OF WASHINGTON

MIKE KREIDLER
STATE INSURANCE COMMISSIONER



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OFFICE OF
INSURANCE COMMISSIONER

In the Matter of

No. G02-45

THE APPLICATION REGARDING
THE CONVERSION AND
ACQUISITION OF CONTROL OF
PREMERA BLUE CROSS AND
ITS AFFILIATES

PRE-FILED DIRECT TESTIMONY
OF JAMES T. ODIORNE

I, James T. Odiorne, do hereby declare that the following facts are personally known to me and, if called upon to do so, I would testify to them.

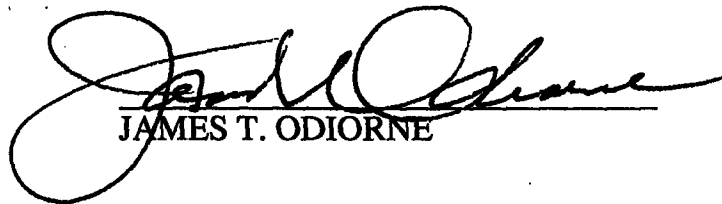
1. I am now, and at all times pertinent herein was, a citizen of the United States and a resident of the State of Washington, over the age of eighteen (18) years, and competent to testify in a court of law.

2. I am the Deputy Insurance Commissioner for Company Supervision of the Washington State Office of Insurance Commissioner. I have attached to this instrument a copy of my current resume that summarizes my background and experience, marked it as Exhibit "S-38" and incorporated herein as if set forth verbatim. As Deputy Insurance Commissioner for Company Supervision, I have been assigned the responsibility of coordinating the efforts of the OIC Staff in the analysis and evaluation of the application submitted by Premera. In that capacity, it is also my responsibility to present to the Commissioner the OIC Staff's recommendation regarding the action to be taken on Premera's application. I plan to attend the entire adjudicative hearing and listen to and review all of the evidence presented by all parties in this matter. It is my intention, at the close of the evidence and based upon the

1 evidence and applicable law, to submit to the Commissioner the recommendation of the
2 OIC Staff regarding Premera's application. At the time I have signed this instrument, I
3 have not formulated a recommendation since I have not heard or reviewed all of the
4 evidence.

5 I declare under penalty of perjury under the laws of the State of Washington
6 that the foregoing is true and correct.

7 Dated March 30, 2004 at Tumwater, Washington.

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11 JAMES T. ODIORNE
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